

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**NOTICE OF FIRST APPLICATION OF AMHERST CONSULTING, LLC
FOR COMPENSATION AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees incurred for the period from June 25, 2020 through October 31, 2020, as listed below:

Professional (name and address):	Amherst Consulting, LLC 255 E. Brown St., Ste. 120 Birmingham, MI 48009
Fees requested:	\$53,780.00
Expenses requested:	\$0.00
Fees previously allowed by Court:	N/A

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

ANY OBJECTION MUST BE TIMELY FILED WITH:

United State Bankruptcy Court
One Division North
Grand Rapids, Michigan 49503

A COPY OF ANY OBJECTION MUST ALSO BE SENT TO:

Jaffe Raitt Heuer & Weiss, P.C.
Attn: Paul R. Hage
27777 Franklin, Suite 2500
Southfield, Michigan 48034
phage@jaffelaw.com

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbradness@sfigh.com

*Counsel to the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: December 2, 2020.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,²

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**FIRST APPLICATION OF AMHERST CONSULTING, LLC FOR
COMPENSATION AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Amherst Consulting, LLC (“Amherst”), financial advisor to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, submits this first application (the “Fee Application”) for compensation for services rendered as financial advisor to the Committee from June 25, 2020 through October 31, 2020 (the “Application Period”), pursuant to section 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 113] (the “Compensation Order”).³ In support of this Fee Application, Amherst states:

² The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

³ The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section ____.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule ____” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule ____.”

Jurisdiction & Venue

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

Background

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving Amherst’s employment as financial advisor for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 231] (the “Employment Order”).

5. The Court entered the Compensation Order on June 30, 2020. The Compensation Order authorizes professionals retained in these cases, including Amherst, to file with the Court and serve monthly statements of fees and expenses on parties identified in the Compensation Order. If no timely objections were filed, the Debtors were authorized to pay each professional 80% of the fees and 100% of the expenses requested in each monthly statement.

Request for Compensation

6. In connection with professional services rendered to the Committee in these cases during the Application Period, Amherst seeks allowance of an administrative expense pursuant to section 503(b)(2) in the amount of \$53,780.00, which consists of compensation in the amount of

\$53,780.00 and reimbursement of expenses incurred in the amount of \$0.00. Additionally, to the extent not previously paid under the Compensation Order, Amherst seeks prompt payment of such administrative expense.

7. As provided by the Compensation Order, Amherst served monthly statements for interim compensation and expense reimbursement for the months of June/July 2020, August 2020, September 2020 and October 2020 (each, a “Monthly Statement” and collectively, the “Monthly Statements”) during the Application Period. The amounts sought under each Monthly Statement are summarized as follows:

Monthly Period	Fees	Expenses	Total Fees & Expenses	Fees & Expenses Paid Per Compensation Order	Outstanding Balance
June/July 2020	\$28,185.00	\$0.00	\$28,185.00	\$22,548.00	\$5,637.00
August 2020	\$5,485.00	\$0.00	\$5,485.00	\$4,388.00	\$1,097.00
September 2020	\$17,640.00	\$0.00	\$17,640.00	\$14,112.00	\$3,528.00
October 2020	\$2,470.00	\$0.00	\$2,470.00	\$1,976.00	\$494.00
Total:	\$53,780.00	\$0.00	\$53,780.00	\$43,024.00	\$10,756.00

The fees and expenses for October 2020 (\$1,976.00) that are payable under the Compensation Order have not yet been paid, but Amherst understands that such amounts will be paid in the coming days.

8. Attached to this Application as **Exhibits A-D**, in the form of the Monthly Statements, are detailed statements of fees and expenses incurred during the Application Period. The time described in the Monthly Statements attached to this Application represents the actual amount of time spent or, in certain instances, less than the actual amount of time spent by Amherst professionals who rendered the services described.

9. No objections to the Monthly Statements were filed, and under the Compensation Order, Amherst was entitled to, and received, payment of \$43,024.00 from the Debtors for fees incurred during the Application Period.

10. Amherst's hourly rates of compensation for professionals during the Application Period ranged from \$250.00 to \$400.00. These rates are comparable to, or lower than, rates charged by other practitioners having the same level of experience, expertise, and standing for similar services. Amherst consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

11. Amherst professionals expended significant effort during the Application Period to ensure the successful administration of these chapter 11 cases. On behalf of the Committee, Amherst undertook an investigation of the Debtors' business operations, addressed various issues related to the paycheck protection program loan obtained by the Debtors, monitored the Debtors' cash flow and administrative solvency, helped to ensure a fair and fulsome sale process aimed at maximizing the value of the Debtors' assets for the benefit of creditors, and addressed various other issues consistent with their duties as financial advisor for the Committee. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances.

12. The services rendered by Amherst during the Application Period are grouped into various categories, and the professionals who rendered those services are identified—along with the number of hours spent by each individual and the total compensation sought for each category—in the attachments to this Fee Application. Brief descriptions of the services rendered by Amherst during the Application Period, by category, follow:

A. Asset Sales

Amherst spent 43.5 hours during the Application Period analyzing and addressing issues related to the Debtors' marketing and sale process. This category includes time spent reviewing and analyzing the Debtors' proposed sale procedures and sale related documents. It also includes

time spent communicating with Mastodon and other estate professionals regarding the status of the sale process. Finally, this category includes certain time spent analyzing and negotiating the wind-down budget based on various sale related scenarios and participation in mediation regarding the proposed sale.

B. Case Administration

Amherst spent 34.5 hours during the Application Period handling general matters related to the administration of these chapter 11 cases. This includes time spent addressing and responding to first day issues, evaluating the proposed Mastodon engagement, and communications with estate professionals regarding general case status and strategy.

C. Cash Flow/Liquidity

Amherst spent 22.7 hours during the Application Period addressing cash flow and liquidity issues related to the Debtors. This included analyzing and addressing cash flow and liquidity projections prepared by the Debtors' professionals, reviewing the Debtors' bankruptcy schedules and addressing issues related to the use of the proceeds of the paycheck protection program loan that the Debtors obtained prior to the petition date.

D. Committee Meetings/Communications

Amherst spent 23.3 hours during the Application Period participating in periodic (usually weekly) meetings with the Committee and its professionals. This category also includes time related to telephonic and e-mail communications with Committee members and Committee professionals.

E. Financial Information Analysis

Amherst spent 25.4 hours during the Application Period analyzing various financial analyses prepared by the Debtors including profit and loss statements, cure cost analyses, paycheck

protection program loan proceed analyses and sale related financials contained in the Debtors' Debtors' data room.

F. Retention/Fee Applications

Amherst spent 3.8 hours during the Application Period related to the preparation of its retention application and monthly fee statements.

13. Amherst submits that the compensation sought under this Fee Application represents a fair and reasonable amount for the services rendered during the Application Period, given the criteria set forth in section 330 for evaluating applications for compensation, namely:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

14. Amherst is not seeking reimbursement for any expenses incurred, such as local and long-distance telephone calls, secretarial services, electronic research, and facsimile transmissions. Such expenses are factored into Amherst's hourly rates.

15. This Fee Application is Amherst's first request for allowance of fees as an administrative expense for services performed as financial advisor to the Committee. Under this Fee Application, Amherst seeks an order (a) allowing and approving compensation to Amherst of \$53,780.00 for professional services rendered; and (b) authorizing payment to Amherst for

amounts approved under the Fee Application to the extent not already paid by the Debtors under the Compensation Order.

16. The Committee professionals did not receive a retainer in these chapter 11 cases. To date, Amherst has been paid a total of \$43,024.00 by the Debtors for its postpetition fees and expenses incurred in these chapter 11 cases during the Application Period pursuant to the Compensation Order. Such amount has not been shared, and no agreement or understanding exists between Amherst and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases. Presuming this Fee Application is approved in its entirety, the outstanding amount owed to Amherst for unpaid fees and expenses during the Application Period will be \$10,756.00.

17. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, Amherst will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, Amherst will provide notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150 California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E

Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. Amherst submits that, in light of the nature of the relief requested, no other or further notice need be provided.

WHEREFORE, Amherst respectfully requests that this Court enter an order substantially in the form attached as **Exhibit E** to this Fee Application:

- (a) Allowing and approving an administrative expense in the amount of \$53,780.00 for professional services rendered by Amherst during the Application Period as the Committee's financial advisor;
- (b) Authorizing payment to Amherst of \$10,756.00; reflecting the amounts approved under this Fee Application that were not previously paid pursuant to the Compensation Order; and
- (c) Providing Amherst with any additional relief as may be appropriate under the circumstances.

Respectfully submitted by,

Dated: December 2, 2020

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfigh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Exhibit A
(June/July Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF AMHERST CONSULTING, LLC FOR COMPENSATION FOR
SERVICES RENDERED & REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR JUNE AND JULY 2020**

Name of Applicant:	Amherst Consulting, LLC
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	June and July 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$28,185.00 80% = \$22,548.00 20% = \$5,637.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$22,548.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandess@sfgh.com
evandesteeg@sfgh.com

Counsel for the Committee

Dated: August 14, 2020.

AmherstConsulting

Amherst Consulting, LLC
 255 E. Brown St., Ste 120
 Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
 c/o Gordon Food Service, Inc.
 1300 Gezon Parkway S.W.
 Wyoming, MI 49509
 Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
			For Professional Services rendered through July 31, 2020 - see detail below.			
7/1/2020	CF/Liquidity	Partner-Sto...	Review list of questions to debtor FA (.2)	0.20	400.00	80.00
7/1/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess (.1)	0.10	400.00	40.00
7/1/2020	Case Admin	Partner-Sto...	Work on engagement letter (.3)	0.30	400.00	120.00
7/1/2020	CF/Liquidity	MD-Morden	Review of PPP and lease documents (0.6)	0.60	350.00	210.00
7/1/2020	Retention / Fee Appl	MD-Morden	Engagement letter mark-up (0.5)	0.50	350.00	175.00
7/1/2020	Case Admin	MD-Morden	Call with M. Brandess on general engagement (0.1)	0.10	350.00	35.00
7/2/2020	Asset Sales	Partner-Sto...	Review Sales Procedures (.50)	0.50	400.00	200.00
7/2/2020	Case Admin	Partner-Sto...	Read and respond to emails (.50)	0.50	400.00	200.00
7/2/2020	Committee Mtg / Communication	MD-Morden	Prep and attend UCC call (0.8)	0.80	350.00	280.00
7/2/2020	Case Admin	MD-Morden	Review sales process motion (1.1), call with M.Brandess and L. Vandesteeg on Mastodon discussion (0.3), info request to IB (0.2), IB transaction rates review (0.7), Email to S. Stone on UCC call and next steps (0.1)	2.40	350.00	840.00
7/3/2020	Case Admin	Analyst - M...	Searching Amherst computer database to identifying potential conflicts of interest (1 h)	1.00	250.00	250.00
7/3/2020	Case Admin	Partner-Sto...	Read and respond to emails (.2)	0.20	400.00	80.00
7/3/2020	Case Admin	MD-Morden	Review Mastadon talking points (0.1), call with mastodon and counsel (1.4), follow-up call with counsel (0.2)	1.70	350.00	595.00

Wire Instructions:
 Comerica Bank
 188 North Old Woodward
 Birmingham, MI 48009 USA
 +1 (800) 643-4421 wire transfer dept.
 Bank Routing # 072000096
 Bank Acct #1851115376
 SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
7/6/2020	Case Admin	Analyst - M...	Searching Amherst computer database to identifying potential conflicts of interest (2.1 h)	2.10	250.00	525.00
7/6/2020	Case Admin	Partner-Sto...	read and respond to emails (.50)	0.50	400.00	200.00
7/6/2020	Case Admin	MD-Morden	Review first draft letter in re Mastodon and Mastodon motion and compile key points of Contention (1.9); review final draft of Mastodon letter with input from all UCC advisors and provide edits (0.2)	2.10	350.00	735.00
7/7/2020	Case Admin	Partner-Sto...	Read and respond to emails (.30); Review Amherst Declaration (.20)	0.50	400.00	200.00
7/7/2020	Asset Sales	Partner-Sto...	PC w/ J. Morden discussing sale of company (.50)	0.50	400.00	200.00
7/7/2020	Case Admin	MD-Morden	Call with S. Stone (0.5)	0.50	350.00	175.00
7/7/2020	Fin. Info. Analysis	MD-Morden	Review of UCC data room for updates (.1)	0.10	350.00	35.00
7/7/2020	Committee Mtg / Communication	MD-Morden	Committee call info prep (.2)	0.20	350.00	70.00
7/8/2020	Case Admin	Partner-Sto...	Read and review emails (.50)	0.50	400.00	200.00
7/8/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess (.30)	0.30	400.00	120.00
7/8/2020	Case Admin	Partner-Sto...	PC w/ P. Hage (.20)	0.20	400.00	80.00
7/8/2020	Asset Sales	Partner-Sto...	Review Mastodon waterfall (.40)	0.40	400.00	160.00
7/9/2020	Asset Sales	Partner-Sto...	PC w/ J. Morden (.20); review sale procedures (.50)	0.70	400.00	280.00
7/9/2020	Asset Sales	MD-Morden	Review of bid procedures (0.3), review of APA and email on initial findings to SFGH (1.1)	1.40	350.00	490.00
7/9/2020	Case Admin	MD-Morden	Strategy calls with S. Stone (.2) and M. Brandess (.3)	0.50	350.00	175.00
7/9/2020	Fin. Info. Analysis	MD-Morden	email to Rock Creek (0.2)	0.20	350.00	70.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
 255 E. Brown St., Ste 120
 Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
 c/o Gordon Food Service, Inc.
 1300 Gezon Parkway S.W.
 Wyoming, MI 49509
 Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
7/9/2020	Committee Mtg / Communication	MD-Morden	UCC call (0.5)	0.50	350.00	175.00
7/10/2020	Case Admin	Analyst - M...	Create list of all professionals engaged on the case (0.3 h)	0.30	250.00	75.00
7/10/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess (.30)	0.30	400.00	120.00
7/10/2020	CF/Liquidity	Partner-Sto...	PC w/ J. Morden (.20)	0.20	400.00	80.00
7/12/2020	CF/Liquidity	Analyst - M...	Analysis of Debtors' filed schedules of assets and liabilities (1 h)	1.00	250.00	250.00
7/12/2020	CF/Liquidity	Partner-Sto...	Review summary of schedules and craft email with review findings (.30)	0.30	400.00	120.00
7/13/2020	CF/Liquidity	Partner-Sto...	Review debtor schedules (1.0); CC w/ Debtor Professionals (.6);	1.60	400.00	640.00
7/13/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess (.1); CC w/ J. Morden, M. Brandess (.3)	0.40	400.00	160.00
7/13/2020	Asset Sales	MD-Morden	Review of APA commentary (0.2)	0.20	350.00	70.00
7/13/2020	Fin. Info. Analysis	MD-Morden	Review of statements and schedules including creation of asset list and summarizing initial findings (3.0)	3.00	350.00	1,050.00
7/13/2020	CF/Liquidity	MD-Morden	Review of cash flow (.3)	0.30	350.00	105.00
7/13/2020	Case Admin	MD-Morden	Call with Debtor advisors and follow-up with S. Stone & M. Brandess (0.9)	0.90	350.00	315.00
7/14/2020	CF/Liquidity	Analyst - M...	Analysis of Debtors' filed schedules of assets and liabilities (1 h)	1.00	250.00	250.00
7/14/2020	Fin. Info. Analysis	Analyst - M...	Analysis of Debtors' P6 financials (2.6 h)	2.60	250.00	650.00
7/14/2020	Case Admin	Partner-Sto...	Review and respond to emails (.50)	0.50	400.00	200.00
7/14/2020	Case Admin	MD-Morden	Call with M. Brandess (.2), call with E. Morandi (.1)	0.30	350.00	105.00
7/14/2020	Fin. Info. Analysis	MD-Morden	Review of S&S and P&L files (2.5)	2.50	350.00	875.00

Wire Instructions:
 Comerica Bank
 188 North Old Woodward
 Birmingham, MI 48009 USA
 +1 (800) 643-4421 wire transfer dept.
 Bank Routing # 072000096
 Bank Acct #1851115376
 SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
7/14/2020	Committee Mtg / Communication	MD-Morden	Prep for and attend UCC call (0.8)	0.80	350.00	280.00
7/14/2020	CF/Liquidity	MD-Morden	Deep dive on cash plus variance build (1.6)	1.60	350.00	560.00
7/15/2020	Fin. Info. Analysis	Analyst - M...	Analysis of Debtors' P6 financials (1.8 h), Contractor Employee Agreement payment schedule (2 h)	3.80	250.00	950.00
7/15/2020	Case Admin	Partner-Sto...	emails (1.0)	1.00	400.00	400.00
7/15/2020	CF/Liquidity	Partner-Sto...	PC w/ J. Morden (.3); review new schedules provided by Debtor (1.0)	1.30	400.00	520.00
7/15/2020	Committee Mtg / Communication	Partner-Sto...	CC w/ J. Morden, M. Brandess (.3); PC w/ M. Brandess (.4)	0.70	400.00	280.00
7/15/2020	Fin. Info. Analysis	MD-Morden	Review of consolidated P&L and email to RC (1.0), calls with EM (0.3) on P&L, consolidated financials reconciliation (0.4), cure cost review (0.3), finalize net income TTM build (1.7)	3.70	350.00	1,295.00
7/15/2020	CF/Liquidity	MD-Morden	Cash flow review and adjustment for lender call (.4)	0.40	350.00	140.00
7/15/2020	Case Admin	MD-Morden	Case strategy call with S. Stone and M. Brandess (0.5), additional calls with M. Brandess on case (0.4), call with lender and counsel (0.8) on misc case items	1.70	350.00	595.00
7/16/2020	Fin. Info. Analysis	Analyst - M...	Cure Analysis summary (3.5 h)	3.50	250.00	875.00
7/16/2020	Case Admin	Partner-Sto...	Review and respond to emails (.6)	0.60	400.00	240.00
7/16/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess (.20)	0.20	400.00	80.00
7/16/2020	CF/Liquidity	Partner-Sto...	PC's w/ J. Morden (2) (.50)	0.50	400.00	200.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
7/16/2020	Committee Mtg / Communication	MD-Morden	Call with D. DeKock on store performance (.3)	0.30	350.00	105.00
7/16/2020	Case Admin	MD-Morden	Case review call with S. Stone (.2)	0.20	350.00	70.00
7/16/2020	Fin. Info. Analysis	MD-Morden	Call with E. Morandi on cure costs and case status (0.3), cure cost review (0.2), review Rock Creek files and create info request information (0.9)	1.40	350.00	490.00
7/17/2020	Fin. Info. Analysis	Analyst - M...	Cure summary analysis (.8 h)	0.80	250.00	200.00
7/17/2020	CF/Liquidity	Analyst - M...	UCC Cash Flow Review phone call with Rock Creek (.5 h)	0.50	250.00	125.00
7/17/2020	Committee Mtg / Communication	Partner-Sto...	CC with committee Council discussion reservation of rights draft, 341 hearing(.40); PC w/ M. Brandess re: liquor licenses.(.10)	0.50	400.00	200.00
7/17/2020	Case Admin	Partner-Sto...	Review of reservation of rights draft (.50); PC w/ J. Morden re: reservation of rights draft (.10), read and respond to emails(.50)	1.10	400.00	440.00
7/17/2020	Fin. Info. Analysis	MD-Morden	P&L review (0.2)	0.20	350.00	70.00
7/17/2020	Asset Sales	MD-Morden	Review redline APA and ROR letter (0.8), review updated ROR (0.1)	0.90	350.00	315.00
7/17/2020	Case Admin	MD-Morden	UCC advisor strategy and update call (0.5), call with E. Morandi on case status (0.2)	0.70	350.00	245.00
7/17/2020	CF/Liquidity	MD-Morden	Cash flow review and manipulation (0.6), call with Rock Creek on cash flow (0.5)	1.10	350.00	385.00
7/18/2020	Case Admin	Partner-Sto...	review and send emails (.2)	0.20	400.00	80.00
7/18/2020	Asset Sales	Partner-Sto...	Review fixed assets schedules (.5)	0.50	400.00	200.00
7/20/2020	Case Admin	Partner-Sto...	Review emails (.20)	0.20	400.00	80.00
7/20/2020	Case Admin	MD-Morden	Review of case summary emails and email to D. DeKock (0.2)	0.20	350.00	70.00
7/20/2020	Fin. Info. Analysis	MD-Morden	Data room review and info request email (0.4)	0.40	350.00	140.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41843
Invoice Date: 8/3/2020
Due Date: 8/3/2020

Date	Category	Name	Description	Hours	Rate	Amount
7/21/2020	Asset Sales	Analyst - M...	Rent Summary by Entity and Lessor (1.3 h)	1.30	250.00	325.00
7/21/2020	Case Admin	Partner-Sto...	Review and respond to emails (.50);	0.50	400.00	200.00
7/21/2020	Committee	Partner-Sto...	PC w/ M. Brandess (.10)	0.10	400.00	40.00
	Mtg / Communicati on					
7/21/2020	CF/Liquidity	Partner-Sto...	Review TWCF (.30); PC w/ J. Morden (.20)	0.50	400.00	200.00
7/21/2020	Fin. Info. Analysis	MD-Morden	Data room added items review and info request (0.2), review of CIM and teaser data and 2020 projections (0.7)	0.90	350.00	315.00
7/21/2020	CF/Liquidity	MD-Morden	Cash flow review/testing/info request and review of cure items (1.6)	1.60	350.00	560.00
7/21/2020	Case Admin	MD-Morden	Case calls with S. Stone (0.2), M. Brandess (0.2), additional with S. Stone (0.2)	0.60	350.00	210.00
7/21/2020	Committee	MD-Morden	Prep for and attend UCC call (0.8)	0.80	350.00	280.00
	Mtg / Communicati on					
7/22/2020	Case Admin	Partner-Sto...	Review and respond to emails (.30); Review Amherst Declaration (.20)	0.50	400.00	200.00
7/24/2020	Asset Sales	MD-Morden	Call with Mastodon on sale process (.4)	0.40	350.00	140.00
7/27/2020	CF/Liquidity	MD-Morden	Cash flow review and cash flow information request (1.4)	1.40	350.00	490.00
7/28/2020	Committee	Partner-Sto...	PC w/ J. Morden (.20); Committee Call (.50)	0.70	400.00	280.00
	Mtg / Communicati on					
7/28/2020	Case Admin	Partner-Sto...	Review and respond to emails (.50)	0.50	400.00	200.00
7/28/2020	Case Admin	MD-Morden	Call with SS (0.1)	0.10	350.00	35.00
7/28/2020	Committee	MD-Morden	UCC call (0.5)	0.50	350.00	175.00
	Mtg / Communicati on					
7/29/2020	Case Admin	Partner-Sto...	Review objection (.20)	0.20	400.00	80.00
7/31/2020	Asset Sales	Partner-Sto...	CC w/ Mastodon (.50)	0.50	400.00	200.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41830
Invoice Date: 7/15/2020
Due Date: 7/15/2020

Date	Category	Name	Description	Hours	Rate	Amount
			For Professional Services rendered through June 30, 2020 - see detail below.			
6/29/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ J. Miller re: Committee call (.1), PC w/ M. Brandess re: Committee call (.1), CC w/ Committee (.5), Review Committee Notes (.3), PC w/ J. Morden re: Committee call (.1).	1.10	400.00	440.00
6/29/2020	Case Admin	MD-Morden	Review of Mastodon engagement letter and commentary on potential objection (1.0), Call with SS and info request prep (0.1)	1.10	350.00	385.00
6/30/2020	Case Admin	Analyst - M...	Go forward internal Amherst team meeting	0.30	250.00	75.00
6/30/2020	Case Admin	Analyst - M...	Kickoff call with Rock Creek	0.20	250.00	50.00
6/30/2020	Case Admin	Analyst - M...	Created and populated conflict summary table file	0.70	250.00	175.00
6/30/2020	Case Admin	Partner-Sto...	CC w/ J. Morden, E. Morandi to discuss process (.3); CC with Rock Creek professionals; (.3); Draft engagement letter (.5)	1.10	400.00	440.00
6/30/2020	CF/Liquidity	Partner-Sto...	Review TWCF (.3)	0.30	400.00	120.00
6/30/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess to discuss next steps (.1)	0.10	400.00	40.00
6/30/2020	CF/Liquidity	MD-Morden	review of cash flow summary (0.6)	0.60	350.00	210.00
6/30/2020	Case Admin	MD-Morden	Request list email (0.2), cc with SS and EM regarding opening steps of case (0.3), introductory call with Rock Creek (0.3), further mark-up request list (0.1)	0.90	350.00	315.00

Make Checks Payable to:
Amherst Consulting, LLC
255 E Brown St., Ste. 120
Birmingham, MI 48009

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

\$2,250.00

Exhibit B
(August Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF AMHERST CONSULTING, LLC FOR
COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF EXPENSES
AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AUGUST 2020**

Name of Applicant:	Amherst Consulting, LLC
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	August 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$5,485.00 80% = \$4,388.00 20% = \$1,097.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$4,388.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandness@sfgh.com
evandesteeg@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Dated: September 14, 2020.

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41863
Invoice Date: 9/8/2020
Due Date: 9/8/2020

Date	Category	Name	Description	Hours	Rate	Amount
8/1/2020	CF / Liquidity	Partner-Sto...	Review Committee's response to FSB's PPP objections (.30)	0.30	400.00	120.00
8/3/2020	Asset Sales	Partner-Sto...	Review Mastodon information	0.20	400.00	80.00
8/3/2020	Committee	Partner-Sto...	Phone call with M. Brandess	0.20	400.00	80.00
	Mtg / Communicati on					
8/3/2020	Case Admin	MD-Morden	Call with M. Brandess on case steps (0.1), review of FSB filed docs (0.2)	0.20	350.00	70.00
8/3/2020	CF / Liquidity	MD-Morden	Review of cash flow file from Rock Creek	0.20	350.00	70.00
8/3/2020	Fin. Info. Analysis	MD-Morden	Follow ups with debtor on PPP usage (0.1)	0.10	350.00	35.00
8/3/2020	Retention / Fee	MD-Morden	Prep of July statement	0.50	350.00	175.00
	Applications					
8/4/2020	Case Admin	Partner-Sto...	Read and respond to emails	0.50	400.00	200.00
8/4/2020	Committee	Partner-Sto...	Committee call	0.50	400.00	200.00
	Mtg / Communicati on					
8/4/2020	Case Admin	MD-Morden	Review liquor license emails	0.10	350.00	35.00
8/4/2020	CF / Liquidity	MD-Morden	Review cash flow info from Rock Creek and analyze cash/respond to same	0.20	350.00	70.00
8/4/2020	Retention / Fee	MD-Morden	Call with P. Hague on fee apps (0.2), revise June/July bills (1.0)	1.30	350.00	455.00
	Applications					
8/5/2020	Committee	Partner-Sto...	Review Amherst fee application	0.20	400.00	80.00
	Mtg / Communicati on					
8/5/2020	Case Admin	MD-Morden	Review committee strategy emails	0.20	350.00	70.00
8/5/2020	CF / Liquidity	MD-Morden	Latest cash flow file review	0.10	350.00	35.00
8/6/2020	Asset Sales	Partner-Sto...	Review Mastodon information	0.30	400.00	120.00
8/6/2020	CF / Liquidity	MD-Morden	Cash flow review	0.20	350.00	70.00
8/7/2020	CF / Liquidity	Partner-Sto...	Review cash flow	0.20	400.00	80.00
8/7/2020	CF / Liquidity	MD-Morden	Review of latest cash flow and questions to Rock Creek on same	0.50	350.00	175.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

Amherst Consulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41863
Invoice Date: 9/8/2020
Due Date: 9/8/2020

Date	Category	Name	Description	Hours	Rate	Amount
8/10/2020	Retention / Fee	MD-Morden	Prep fee data	0.20	350.00	70.00
8/11/2020	Applications Committee Mtg / Communication	Partner-Sto...	Review applications	0.50	400.00	200.00
8/12/2020	Case Admin	Partner-Sto...	Classify June and July 2020 labor categories for invoicing purposes	0.50	400.00	200.00
8/12/2020	Case Admin	MD-Morden	Review case email and call with M. Brandess on case status	0.30	350.00	105.00
8/14/2020	Asset Sales	Partner-Sto...	CC w/ Mastodon	0.30	400.00	120.00
8/14/2020	Committee Mtg / Communication	Partner-Sto...	Review Bar Date motio	0.20	400.00	80.00
8/18/2020	Committee Mtg / Communication	Partner-Sto...	Weekly Committee call	0.50	400.00	200.00
8/18/2020	Asset Sales	MD-Morden	Review Mastadon sales process email and supporting files	0.20	350.00	70.00
8/19/2020	Asset Sales	Partner-Sto...	CC with Mastodon	0.50	400.00	200.00
8/19/2020	Case Admin	Partner-Sto...	Review and respond to emails	0.30	400.00	120.00
8/21/2020	Asset Sales	Partner-Sto...	CC w/ Mastodon/Brandess	0.50	400.00	200.00
8/21/2020	CF / Liquidity	Partner-Sto...	Review two weeks of cash flow	1.00	400.00	400.00
8/25/2020	Asset Sales	MD-Morden	Review of sales process updates	0.10	350.00	35.00
8/26/2020	Case Admin	Partner-Sto...	Review emails	0.20	400.00	80.00
8/27/2020	CF / Liquidity	Partner-Sto...	Review TWCF	0.50	400.00	200.00
8/27/2020	CF / Liquidity	MD-Morden	Review, variance analysis, and info request for updated cash flow from RC	0.70	350.00	245.00
8/28/2020	Asset Sales	Partner-Sto...	CCw/ Mastodon; PC w/ M. Brandess	0.70	400.00	280.00
8/31/2020	Asset Sales	Partner-Sto...	Review sales matrix	0.20	400.00	80.00
8/31/2020	Asset Sales	Partner-Sto...	PC's (2) w/ J. Morden	0.30	400.00	120.00
8/31/2020	Asset Sales	Partner-Sto...	PC w/ M. Brandess	0.30	400.00	120.00
8/31/2020	Asset Sales	MD-Morden	Call with S. Stone (0.2) on asset sale, asset sale file review	0.40	350.00	140.00

Make Checks Payable to:
Amherst Consulting, LLC
255 E Brown St., Ste. 120
Birmingham, MI 48009

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total**\$5,485.00**

Exhibit C
(September Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF AMHERST CONSULTING, LLC FOR
COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF EXPENSES
AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR SEPTEMBER 2020**

Name of Applicant:	Amherst Consulting, LLC
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	September 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$17,640.00 80% = \$14,112.00 20% = \$3,528.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$14,112.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandess@sfgh.com
evandesteeg@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Dated: October 7, 2020.

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009**Customer:**Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy**Invoice****Invoice #:** 41884
Invoice Date: 10/1/2020
Due Date: 10/1/2020

Date	Category	Name	Description	Hours	Rate	Amount
9/1/2020	Case Admin	Partner-Sto...	Read and respond to emails	0.30	400.00	120.00
9/1/2020	Asset Sales	MD-Morden	Review asset sale email and follow-up call with M. Brandess and Mastodon on sale	0.50	350.00	175.00
9/1/2020	Cash Flow / Liquidity	MD-Morden	Info request regarding CF to Rock Creek	0.10	350.00	35.00
9/1/2020	Committee Mtg/Communications	MD-Morden	Prep for and attend UCC call and provide meeting update e-mail to S. Stone	0.70	350.00	245.00
9/2/2020	Case Admin	Partner-Sto...	Read and respond to emails	0.30	400.00	120.00
9/2/2020	Case Admin	MD-Morden	Call with M. Brandess and E. Morandi on request for financial info for committee (0.4), call with E. Morandi on next steps to meet committee requests (0.4)	0.80	350.00	280.00
9/2/2020	Cash Flow / Liquidity	MD-Morden	Review PPP funds use	0.20	350.00	70.00
9/3/2020	Financial Info Analysis	Partner-Sto...	PC w/ J. Morden	0.20	400.00	80.00
9/3/2020	Committee Mtg/Communications	Analyst - M...	calls with James Morden and Counsel; Email to Rock Creek (0.4)	0.40	250.00	100.00
9/3/2020	Case Admin	MD-Morden	Call with S. Stone on case strategy	0.20	350.00	70.00
9/8/2020	Case Admin	Partner-Sto...	Review and approve August 2020 billings	0.20	400.00	80.00
9/8/2020	Committee Mtg/Communications	Partner-Sto...	Committee conference call	0.60	400.00	240.00
9/8/2020	Case Admin	MD-Morden	Review info request e-mail and write E. Morandi on next steps.	0.10	350.00	35.00
9/9/2020	Committee Mtg/Communications	Analyst - M...	Discussion with Rock Creek (0.4); Consolidation of Notes, email and distribute to team (0.2)	0.60	250.00	150.00
9/10/2020	Asset Sales	Partner-Sto...	CC w/ P. Hague, M. Brandess; PC w/ M. Brandess CC w/ Mastodon, M. Brandess, P. Hague, Debtor attorney	1.00	400.00	400.00
9/10/2020	Committee Mtg/Communications	Partner-Sto...	CC w/ Committee;	2.00	400.00	800.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33**Current Invoice Total**

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41884
Invoice Date: 10/1/2020
Due Date: 10/1/2020

Date	Category	Name	Description	Hours	Rate	Amount
9/12/2020	Asset Sales	Partner-Sto...	Read and respond to emails	0.20	400.00	80.00
9/12/2020	Committee	Partner-Sto...	Review and respond to email	0.20	400.00	80.00
	Mtg/Commun ications					
9/15/2020	Committee	Partner-Sto...	PC w/ J. Morden; emails	0.30	400.00	120.00
	Mtg/Commun ications					
9/15/2020	Case Admin	MD-Morden	Calls with S. Stone and E. Morandi on case status	0.20	350.00	70.00
9/15/2020	Cash Flow / Liquidity	MD-Morden	Review of cash flow and claim issues	0.90	350.00	315.00
9/15/2020	Committee	MD-Morden	UCC case status call	0.50	350.00	175.00
	Mtg/Commun ications					
9/16/2020	Case Admin	Analyst - M...	call with JM (0.1)	0.10	250.00	25.00
9/16/2020	Committee	Analyst - M...	Email to Rock Creek team on requested follow-up items from prior week's call (0.2)	0.20	250.00	50.00
	Mtg/Commun ications					
9/17/2020	Financial Info Analysis	Partner-Sto...	PC w/ M. Brandess	0.20	400.00	80.00
9/18/2020	Committee	Partner-Sto...	CC w/ Committee; PC w/ M. Brandess; CC w/ Debtors professionals, P. Hague, M. Brandess	1.20	400.00	480.00
	Mtg/Commun ications					
9/18/2020	Asset Sales	MD-Morden	Call with debtor advisor and committee advisors on sale status and waterfall	0.50	350.00	175.00
9/18/2020	Cash Flow / Liquidity	MD-Morden	Review of revolver loan docs	0.50	350.00	175.00
9/18/2020	Committee	Analyst - M...	Committee call (1.0)	1.00	250.00	250.00
	Mtg/Commun ications					
9/22/2020	Case Admin	Analyst - M...	Call with SS, JM, and Michael Brandess (Sugar) (0.6)	0.60	250.00	150.00
9/22/2020	Asset Sales	MD-Morden	Evaluate financial projection model for revolver need	1.00	350.00	350.00
9/22/2020	Case Admin	MD-Morden	Calls with S. Stone and E. Morandi and follow-up information request development and review	1.10	350.00	385.00
9/22/2020	Cash Flow / Liquidity	MD-Morden	Call with MC on dissolution, call with CM on PPP forgiveness	0.90	350.00	315.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41884
Invoice Date: 10/1/2020
Due Date: 10/1/2020

Date	Category	Name	Description	Hours	Rate	Amount
9/23/2020	Committee Mtg/Communications	Partner-Sto...	Committee call; Review objections	1.00	400.00	400.00
9/25/2020	Asset Sales	Partner-Sto...	PC w/ J. Morden; PC w/ M. Brandess; Hearing; emails	3.40	400.00	1,360.00
9/25/2020	Asset Sales	MD-Morden	Call with P. Hage on asset sale filing (0.1), Review asset sale order and wind down budget (2.3), attend court hearing and mediation sessions (7.6)	10.00	350.00	3,500.00
9/26/2020	Committee Mtg/Communications	Partner-Sto...	CC w/ UCC professionals; PC's (2) w/ J. Morden; emails	1.80	400.00	720.00
9/26/2020	Case Admin	Analyst - M...	review, download, and distribute court filings (0.2)	0.20	250.00	50.00
9/26/2020	Asset Sales	MD-Morden	Call with legal team and S. Stone on sale order and objection (1.0), follow-up call with S. Stone on sales order objection (0.2), call with P. Neitzel on sale order information request (0.1), calls with M. Brandess (0.3) and S. Stone (0.1) about sale order strategy and info requests, wind down budget review (0.2)	1.90	350.00	665.00
9/27/2020	Asset Sales	MD-Morden	Review Wind Down budget and identify potential risks (1.7h), call with P. Neitzel and C. Pierce (1.0), call with S. Stone on wind down budget (0.4), call with UCC counsel and S. Stone on wind down budget exposure (1.1)	4.20	350.00	1,470.00
9/27/2020	Cash Flow / Liquidity	Partner-Sto...	Review of term sheet: PC w/ J. Morden; CC w/ UCC professionals; emails	2.10	400.00	840.00
9/28/2020	Asset Sales	MD-Morden	Review of wind down budget (1.0), call with P. Neitzel on wind down budget (0.3), multiple brief calls with M. Brandess on wind down budget (0.3), complete draft wind down budget review and send to P. Neitzel (0.8), emails on wind down budget (0.2)	2.60	350.00	910.00

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total

Amherst Consulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41884
Invoice Date: 10/1/2020
Due Date: 10/1/2020

Date	Category	Name	Description	Hours	Rate	Amount
9/28/2020	Retention / Fee Applications	MD-Morden	Update fee application data	0.50	350.00	175.00
9/29/2020	Asset Sales	MD-Morden	Call with M. Brandess on wind down budget (0.1), call with Debtor and UCC advisors on wind down budget (1.1), call with P. Neitzel to finalize wind down budget (0.3), call with M. Brandess to confirm agreement with wind down budget and settlement offer (0.2)	1.70	350.00	595.00
9/29/2020	Committee Mtg/Communications	MD-Morden	Attend portion of UCC update call	0.20	350.00	70.00
9/29/2020	Committee Mtg/Communications	Partner-Sto...	CC w/ Committee; Review term sheet; emails	1.00	400.00	400.00
9/30/2020	Retention / Fee Applications	MD-Morden	Fee app data prep	0.60	350.00	210.00

Make Checks Payable to:
Amherst Consulting, LLC
255 E Brown St., Ste. 120
Birmingham, MI 48009

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total**\$17,640.00**

Exhibit D
(October Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF AMHERST CONSULTING, LLC FOR
COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF EXPENSES
AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR OCTOBER 2020**

Name of Applicant:	Amherst Consulting, LLC
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	October 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$2,470.00 80% = \$1,976.00 20% = \$494.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$1,976.00

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandess@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Dated: November 11, 2020.

AmherstConsulting

Amherst Consulting, LLC
255 E. Brown St., Ste 120
Birmingham, MI 48009

Customer:

Official UCC of Barfly Ventures, LLC
c/o Gordon Food Service, Inc.
1300 Gezon Parkway S.W.
Wyoming, MI 49509
Attn: Ms. Sharon Murphy

Invoice

Invoice #: 41910
Invoice Date: 11/2/2020
Due Date: 11/2/2020

Date	Category	Name	Description	Hours	Rate	Amount
10/1/2020	Case Admin	Partner-Sto...	PC's w/ J. Morden (2); emails	0.40	400.00	160.00
10/1/2020	Asset Sales	MD-Morden	Review lender counter proposal on sale (0.1), call with M. Brandess and P. Hage regarding settlement on asset claims objection and email on same to P. Neitzel (0.2), call with counsel on asset sale settlement (0.4), calls with counsel on settlement and wind down budget (0.9), review wind down budget including variance sensitivity (1.0), walk through budget issues with P. Neitzel (0.4)	3.00	350.00	1,050.00
10/2/2020	Committee Mtg / Communication	Partner-Sto...	PC w/ M. Brandess; read and respond to emails	0.70	400.00	280.00
10/2/2020	Asset Sales	MD-Morden	Calls with P. Neitzel and M. Brandess on budget (0.5), review settlement (0.1)	0.60	350.00	210.00
10/2/2020	Committee Mtg / Communication	MD-Morden	Committee call for vote on settlement of sale objection	0.40	350.00	140.00
10/5/2020	Retention / Fee Applications	MD-Morden	Prep FA info	0.20	350.00	70.00
10/26/2020	Asset Sales	MD-Morden	Calls with P. Neitzel on wind down budget for asset sale (0.2), call with M. Brandess and P. Hague on wind down budget (0.1), calls with M. Brandess on wind down budget (0.7), review and test wind down budget (0.6)	1.60	350.00	560.00

Make Checks Payable to:
Amherst Consulting, LLC
255 E Brown St., Ste. 120
Birmingham, MI 48009

Wire Instructions:
Comerica Bank
188 North Old Woodward
Birmingham, MI 48009 USA
+1 (800) 643-4421 wire transfer dept.
Bank Routing # 072000096
Bank Acct #1851115376
SWIFT Code: MNBDUS33

Current Invoice Total**\$2,470.00**

Exhibit E
(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,⁴

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**ORDER APPROVING FIRST APPLICATION OF AMHERST CONSULTING, LLC
FOR COMPENSATION AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter having come before the Court on the *First Application of Amherst Consulting, LLC for Compensation as Financial Advisor to the Official Committee of Unsecured Creditors* (the “Application”)⁵ wherein Amherst Consulting, LLC (“Amherst”) sought allowance of an administrative expense for fees incurred as financial advisor to the Committee during the Application Period; notice of the Application being sufficient and consistent with Compensation Order; and no objections to the Application having been filed:

IT IS HEREBY ORDERED:

1. The Application is granted.
2. Amherst is granted an allowed administrative expense under section 503(b)(2) for professional fees incurred during the Application Period in the amount of \$53,780.00.

⁴ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

⁵ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Application.

3. The Debtors are authorized and directed to promptly pay to Amherst the outstanding balance of the fees allowed under this Order, in the amount of \$10,756.00.

4. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

END OF ORDER

Order prepared and submitted by:

JAFFE RAITT HEUER & WEISS, P.C.
Paul R. Hage (P70460)
27777 Franklin, Suite 2500
Southfield, Michigan 48034
Phone: (248) 351-3000
phage@jaffelaw.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et. al.*